**VFC Board of Directors Meeting**

**September 22, 2014 6:00pm**

**Present –** Curt Brye, Shawna Connor, Leslie Kruempel, Larry Homstad, Jena Sherry, Michael Link, Jan Rasikas, Eric Hartwig

**Absent** – Luke Zigovits

1. Welcome – Eric Hartwig, VFC Administrative Assistant
2. Consent items:
   * Approval of minutes – M/S – Curt, Mike – motion accepted
3. 10mins Visitors – none present
4. 10min Policy Monitoring:
   * L.4.9 – Net Income Q4 – reporting non-compliant
     1. M/S – Leslie Kruempel, Larry Homstad– accepted as presented
   * L.4 – Financial Condition & Activities – reporting non-compliance due to %9 loss as budgeted
     1. M/S – Larry Homstad, Shawna Connor – accepted as presented
     2. Final updates presented
   * M.3 – Accountability of GM
     1. M/S – Mike, Leslie – accepted as presented
5. GM update on store operations:
   * BoD restricted access link on VFC website
     1. Live – training to be held, link will hold the meeting documents, most updated versions to be uploaded
   * Market Study
     1. Action item - Share market study summary with Board when typos are updated
     2. Received on 9.19.14
   * Sales trends
     1. Nationally, Co-op’s sales are trending down
   * Article and Bylaws, Ballot, voting update
     1. Limited feedback thus far –
        1. Electronic somewhat confusing – need to reformat, better instructions, boil it down
        2. Achieve 100% board participation for voting
6. Old Business
   * Board Review of Self Evaluation
     1. List of discussion items for retreat
        1. Alternative ways to participate in board business
        2. Proactive Discourse Structure
        3. Training and development - Board manual is Policy Governance, but not comprehensive enough
        4. Increased board input on board agenda, direction, proactive discussion for big picture view, and efficiency/consent agenda/cover letter (shared drive on website)
        5. Board Officer Responsibility education for all positions.
        6. Improved Onboarding for new board members
        7. Budget – establish annual budget for board work and monitor use
        8. Board Teamwork
   * Board of Directors Fall Retreat Oct 25, Saturday 8-4
     1. Nature Nooks Retreat Center, Viola Art Sherwood, Facilitator
        1. Meeting time – 8am-4pm
           1. Abbreviated board meeting at 4pm
        2. Any potential new board member will be onboard prior to retreat
   * Annual Owner’s Meeting October 9th Thursday, 5:30pm Rooted Spoon
     1. Draft agenda presented
     2. Add Q&A after finance and by-laws
     3. Electronic vote station available at Rooted Spoon
   * Practice run date for hosting & reporting at the Annual Owner’s Mtg
     1. Practice – Oct. 1st 6:30pm, VFC offsite office
   * Management Team Retreat Oct 24th Friday 9-4 - Art Sherwood, Facilitator
     1. Larry and Mike is a maybe, Shawna is available again to attend staff retreat as a guest
7. New Business
   * Patronage declaration – where is the worksheet? The numbers in the FYE report, go with Wegner recommendation
     1. M/S – Mike, Shawna - To increase patronage distribution to %25 – Motion fails
        1. Nay – 4
        2. Aye - 2
     2. M/S - Jena, Leslie – To move forward with the recommended %20 retention
        1. Aye - 3
        2. Nay -
        3. Abstain – 2
     3. Donate to hardship or micro lending – TBD
     4. October Board Meeting – add on time to retreat on Oct. 25th
        1. M/S – Mike, Curt – motion accepted
8. 8:20pm Closed Session
   * as needed
9. 9:04pm - Adjournment
10. Thank you